

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:

Jointly Administered under
Case No. 16-43711

Dakota Plains Holdings, Inc., et al,
Debtors.

Court File No. 16-43711 (MER)

Court File Nos.:

Dakota Plains Transloading, LLC,
Dakota Plains Sand, LLC,
Dakota Plains Marketing, LLC,
DPTS Marketing LLC,
Dakota Petroleum Transport Solutions, LLC,
DPTS Sand, LLC,

16-43712
16-43715
16-43716
16-43717
16-43718
16-43721

Chapter 11 Cases
Judge Michael E. Ridgway

NOTICE OF HEARING FOR ENTRY OF FINAL ORDER (I) AUTHORIZING THE DEBTORS (A) TO UTILIZE CASH COLLATERAL OF THE PREPETITION SECURED PARTIES, (B) TO OBTAIN POSTPETITION SECURED FINANCING, AND (C) TO PROVIDE ADEQUATE PROTECTION TO THE PREPETITION SECURED PARTIES, (II) AND GRANTING RELATED RELIEF

TO: The parties-in-interest as specified in Local Rule 9013-3(a)(2).

PLEASE TAKE NOTICE that, on December 21, 2016, Dakota Plains Holdings, Inc. and the above-captioned debtors and debtor in possession (collectively, the “**Debtors**”) filed the Notice of Hearing and Motion for Entry of Interim and Final Orders (I) Granting an Expedited Hearing, (II) Authorizing the Debtors (A) to Utilize Cash Collateral of the Prepetition Secured Parties, (B) to Obtain Postpetition Secured Financing, and (C) to Provide Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 10] (the “**Motion**”) with the United States Bankruptcy Court for the District of Minnesota (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, on December 29, 2016, the Court entered the Interim Order (I) Granting an Expedited Hearing, (II) Authorizing the Debtors (A) to Utilize Cash Collateral of the Prepetition Secured Parties, (B) to Obtain Postpetition Secured Financing, and (C) to Provide Adequate Protection to the Prepetition Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [ECF No. 36] (the “**Interim DIP Order**”), which approved the relief requested in the Motion on an interim basis.

PLEASE TAKE FURTHER NOTICE that a hearing on the portion of the Motion seeking final relief will be held on January 17, 2017 at 10:00 a.m. (prevailing Central time) before the Honorable Michael E. Ridgway, United States Bankruptcy Judge for the District of Minnesota, in Courtroom No. 7 West, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota, 55415.

PLEASE TAKE FURTHER NOTICE that any response to the Motion must be filed and delivered to the parties-in-interest as specified in Local Rule 9013-3(b) not later than **12:00 p.m. (prevailing Central time on January 12, 2017. UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION ON A FINAL BASIS WITHOUT A HEARING.**

PLEASE TAKE FURTHER NOTICE that any reply to any response to the Motion must be filed and delivered to (i) counsel for the Debtors, Baker Hostetler, Attn: Elizabeth Green, SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, Florida 32801-3432, facsimile: (407) 841-0168, Email: egreen@bakerlaw.com; and Eric Goodman, Key Tower, 127 Public Square, Suite 2000, Cleveland, Ohio 44114-1214, facsimile: (216) 696-0740, Email: egoodman@bakerlaw.com; (ii) counsel for the DIP Agent and the Prepetition Agent, Moore & Van Allen, Attn: Alan W. Pope, 100 North Tryon Street, Suite 4700, Charlotte, North Carolina 28202-4003; (iii) counsel to any Committee; and (iv) the Office of the United States Trustee, 1015 U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota 55415, not later than **12:00 p.m. (prevailing Central time) on January 16, 2017.**

PLEASE TAKE FURTHER NOTICE that copies of the Motion and Interim DIP Order may be obtained for a fee at <http://www.mnb.uscourts.gov/>

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Dated: January 3, 2017

Respectfully submitted,

/e/ Michael F. McGrath
Michael F. McGrath (#168610)
Will R. Tansey (#323056)
RAVICH MEYER KIRKMAN MCGRATH NAUMAN
& TANSEY, PA
150 S. Fifth Street, Suite 3450
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jparrish@bakerlaw.com

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BAKER & HOSTETLER LLP
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Suite 2000
Cleveland, OH 44114-1214
Telephone: 216.621.0200
Email: egoodman@bakerlaw.com

*Proposed Counsel for the Debtors and Debtors
in Possession*

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

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Case No. 16-43711

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16-43721

Chapter 11 Cases
Judge Michael E. Ridgway

CERTIFICATE OF SERVICE

Eric R. Goodman of Baker & Hostetler LLP, under penalty of perjury, states that on January 3, 2017 he caused to be served the foregoing *Notice of Hearing for Entry of Final Order (I) Authorizing the Debtors (A) to Utilize Cash Collateral of the Prepetition Secured Parties, (B) to Obtain Postpetition Secured Financing, and (C) to Provide Adequate Protection to the Prepetition Secured Parties, (II) and Granting Related Relief* upon:

Pelican Gathering Systems LLC 3657 89th Ave NW New Town, ND 58763	Anna Phillips Stone Phillips, LLC PO Box 500787 Atlanta, GA 31150	Tom Pratt Applied Business Strategy LLC 1100 Superior Avenue East Suite 1750 Cleveland, OH 44114
U.S. Dept. of the Interior Bureau of Land Management 5001 Southgate Drive Billings, MT 59101	Canaccord Genuity, Inc. Attn.: Geoffrey Richards 5345 Madison Avenue New York, NY 10022	BioUrja Trading, LLC Eldridge Oaks I 1080 Eldridge Pkwy Suite 1175 Houston, TX 77077
Alan W. Pope, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	Robert T. Kugler, Esq. Stinson Leonard Street LLP 150 S. Fifth Street Suite 2300 Minneapolis, MN 55402	Benjamin J. Court, Esq. Stinson Leonard Street LLP 150 S. Fifth Street Suite 2300 Minneapolis, MN 55402

Stephen E. Gruendel, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	Gabriel L. Mathless, Esq. Moore & Van Allen PLLC 100 N. Tryon Street Suite 4700 Charlotte, NC 28202-4003	
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via U.S. Mail to the addresses listed above, all creditors and parties in interest listed on the attached combined court mailing matrix dated January 3, 2017, and electronically by Notice of Electronic Filing upon all parties who have requested electronic service in these cases by filing the same via ECF with the Bankruptcy Court in the District of Minnesota.

/e/ Eric R. Goodman
Eric R. Goodman

Label Matrix for local noticing

0864-4

Case 16-43711

District of Minnesota

Minneapolis

Tue Jan 3 10:00:58 CST 2017

Advanced Imaging Solutions

PO Box 790448

Saint Louis MO 63179-0448

Ally Financial

PO Box 380901

Bloomington MN 55438-0901

BNSF Railway Company

3110 Solutions Center

Chicago IL 60677-3001

Boatworks II, LLC

294 Grove Lane East

Suite 100

Wayzata MN 55391-1681

Boxcar Companies LLC

374 Wickaboag Valley Rd.

West Brookfield MA 01585-2610

Butte, Anaconda & Pacific
Railway

300 West Commercial

Anaconda MT 59711-2171

CSX Transportation, Inc.

PO Box 116651

Atlanta GA 30368-6651

Canadian Pacific Railway Co.

CM-9527

Saint Paul MN 55170-9527

DPTS Marketing, LLC

294 Grove Lane East

Wayzata MN 55391-1680

DPTS Sand, LLC

294 Grove Lane East

Wayzata MN 55391-1680

Dakota Petroleum Transport
Solutions, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Marketing, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Sand, LLC

294 Grove Lane East

Wayzata MN 55391-1698

Dakota Plains Transloading LLC

294 Grove Lane East

Wayzata MN 55391-1698

Faegre Baker & Daniels

2200 Wells Fargo Center

90 S. 7th Street

Minneapolis MN 55402-3901

Foote Oilfield Services, LLC

PO Box 878

New Town ND 58763-0878

Gabriel G. Claypool

20330 Western Road

Deephaven MN 55331-9220

Global Companies, LLC

800 South Street

Waltham MA 02453-1489

Hennepin County Assessor

A-2103 Government Center

300 South 6th Street

Minneapolis MN 55487-0999

Hiland Crude, LLC

1001 Louisiana

Suite 1000

Houston TX 77002-5089

IRS District Counsel

380 Jackson Street

Suite 650

Saint Paul MN 55101-4804

Integra

6160 Golden Hills Drive

Minneapolis MN 55416-1020

Internal Revenue Service

Centralized Insolvency Ops

PO Box 7346

Philadelphia PA 19101-7346

(p)INTERNAL REVENUE SERVICE

CENTRALIZED INSOLVENCY OPERATIONS

PO BOX 7346

PHILADELPHIA PA 19101-7346

Iowa Traction Railway

PO Box 1277

Lakeville MN 55044-1277

Keokuk Junction Railway Co.

1318 S. Johnson Rd.

Peoria IL 61607-1130

MN Dept. of Revenue

551 Bankruptcy Section

PO Box 64447

Saint Paul MN 55164-0447

McGrath North Mullin & Kratz
First National Tower Suite 3700
1601 Dodge Street
Omaha NE 68102-1650

Mountain County Treasurer
PO Box 69
Stanley ND 58784-0069

Mountain Williams Electric
Cooperative
PO Box 1346
Williston ND 58802-1346

Murex, LLC
55 Waugh Drive
Suite 510
Houston TX 77007-5840

North Dakota Dept. of Revenue
600 E. Boulevard Avenue
Bismarck ND 58505-0599

Office of the U.S. Trustee
1015 US Courthouse
300 South Fourth Street
Minneapolis MN 55415-3070

Pearce & Durick
314 E. Thayer Avenue
PO Box 400
Bismarck ND 58502-0400

Petroleum Transport Solutions,
LLC
9800 NW 41st Street
Miami FL 33178-2968

Reed Smith LLP
10 S. Wacker Drive
40th Floor
Chicago IL 60606-7506

Ryan R. Gilbertson
1675 Neal Avenue
Delano MN 55328-9017

Ryan R. Gilbertson
c/o Rock Hutchinson, PLLP
1907 E. Wayzata Blvd., #330
Wayzata MN 55391-2070

San Luis & Rio Grande Railroad
118 S. Clinton Street
Suite 400
Chicago IL 60661-5772

Sard Verbinen & Co., LLC
630 Third Avenue
9th Floor
New York NY 10017-6752

Securities and Exchange Comm.
175 West Jackson Blvd.
Suite 900
Chicago IL 60604-2908

SunTrust Bank, As Admin. Agent
211 Perimeter Center Parkway
Suite 100
Atlanta GA 30346-1305

Thompson Hine LLP
Two Alliance Center
3560 Lenox Road NE, Suite 1600
Atlanta GA 30326-4274

U.S. Attorney
600 US Courthouse
300 S. Fourth Street
Minneapolis MN 55415-3070

U.S. Environmental Protection
Agency
PO Box 979077
Saint Louis MO 63197-9000

U.S. Oil & Refining Company
P.O. Box 2255
Tacoma WA 98401-2255

US Trustee
1015 US Courthouse
300 S 4th St
Minneapolis, MN 55415-3070

Unimin Corporation
258 Elm Street
New Canaan CT 06840-5300

Union Pacific Railroad Company
5074 Collections Center Dr.
Chicago IL 60693-0050

United Quality Cooperative
240 3rd Street S.
New Town ND 58763-4065

Vinson & Elkins, LLP
PO Box 301019
Dallas TX 75303-1019

Wells Fargo Dealer Services
PO Box 25341
Santa Ana CA 92799-5341

Woodburn & Wedge
6100 Neil Road
Suite 500
Reno NV 89511-1159

World Fuel Services Corp.
9800 NW 41st Street
Suite 400
Miami FL 33178-2980

World Fuel Services, Inc.
ATTN: Carlos Fornari
9800 NW 41st St., Suite 400
Miami FL 33178-2980

Elizabeth A. Green
Baker & Hostetler LLP
200 South Orange Avenue
Suite 2300
Orlando, FL 32801-3432

Eric R Goodman
Baker & Hostetler LLP
127 Public Square
Ste 2000
Cleveland, OH 44114-1214

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Wells Fargo Place
30 E. 7th St,, Mail Stop 5700
Saint Paul MN 55101

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)SunTrust Bank	(d)Dakota Plains Holdings, Inc. 294 Grove Lane East Wayzata MN 55391-1698	End of Label Matrix Mailable recipients 62 Bypassed recipients 2 Total 64
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